

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, et al.¹	§	CASE NO. 20-33948 (MI)
	§	
Debtors.	§	Jointly Administered

**JOINDER OF MARATHON OIL COMPANY TO THE (A) SUPPLEMENTAL
OBJECTION OF ENI US OPERATING CO. INC. AND ENI PETROLEUM US LLC TO
APPROVAL OF DEBTORS' DISCLOSURE STATEMENT FOR DEBTORS' JOINT
CHAPTER 11 PLAN OF REORGANIZATION AND (B) SUPPLEMENTAL
OBJECTION BY XTO OFFSHORE, INC., HHE ENERGY COMPANY, AND XH LLC
TO THE DISCLOSURE STATEMENT FOR THE JOINT CHAPTER 11 PLAN OF
FIELDWOOD ENERGY, LLC AND ITS AFFILIATED DEBTORS**

Marathon Oil Company ("Marathon"), a creditor and party-in-interest in the above captioned, jointly administered bankruptcy cases, hereby files this joinder to (A) *Supplemental Objection by XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors and Joinder in Other Objections* [Docket No. 1082], and (B) *Supplemental Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to Approval of Debtors' Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization* [Docket No. 1066].

In support of this Joinder, Marathon respectfully represents as follows:

¹ Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). Debtors' primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

I.
RELEVANT BACKGROUND

1. On August 3 and 4, 2020, Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. Since the Petition Date, Debtors have continued to operate and manage their businesses as debtors-in-possession pursuant to Bankruptcy Code §§1107(a) and 1108.

2. On January 1, 2021, Debtors filed the *Joint Chapter 11 Plan of Fieldwood Energy LLC and its Debtor Affiliates* (the “Plan”) [Docket No. 722] and the Disclosure Statement [Docket No. 723].

3. On March 1, 2021, Marathon filed its *Objection to Debtors’ Disclosure Statement, Procedures for Assumption of Executory Contracts and Transfer of Property of the Estate* [Docket No. 924]. As part of its Objection, Marathon reserved the right to assert additional objections and join or incorporate objections by others.

4. On March 15, 2021, after Marathon filed its Objection, Debtor filed its *Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1020] and *Disclosure Statement for Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [1022].

5. On March 19, 2021, Eni US Operating Co. Inc. and Eni Petroleum US LLC filed their *Supplemental Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to Approval of Debtors’ Disclosure Statement for Debtors’ Joint Chapter 11 Plan of Reorganization* [Docket No. 1066].

6. On March 22, 2021, XTO Offshore, Inc., HHE Energy Company, and XH LLC filed their *Supplemental Objection by XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors and Joinder in Other Objections* [Docket No. 1082].

7. Today, March 23, 2021, Debtor filed its *Second Amended Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1098] (the “Amended Plan”) and *Disclosure Statement for Second Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Docket No. 1102].

8. Neither Marathon, nor any other party, other than the Debtor, and perhaps Chevron, has had an opportunity for any meaningful review of the Amended Plan or the changes contained therein.

9. Marathon joins in the supplemental objections by Eni US Operating Co. Inc. and Eni Petroleum US LLC [Docket No. 1066], and XTO Offshore, Inc., HHE Energy Company, and XH LLC [Docket No. 1082], and incorporates the arguments raised therein into Marathon’s previously filed objection with respect to Marathon’s claims and interests.

II. RESERVATION OF RIGHTS

10. Marathon reserves the right to amend this Joinder and to assert any of the joined objections to the Disclosure Statement, as well as any other objections, to confirmation of the Plan. To the extent Marathon is impacted in any way by the contents of any supplements or amendments to the Disclosure Statement or the Plan (including the Plan Supplement, Valuation Analysis, Liquidation Analysis, and Financial Projections) that may be filed after any deadline for objecting to the Disclosure Statement or confirmation of the Plan, Marathon further reserves the right to object thereto on any basis whatsoever. Marathon further reserves the right to raise additional and other objections to the Disclosure Statement prior to or at the hearing thereon.

Dated: March 23, 2021

Respectfully submitted by,

/s/Clay M. Taylor

Clay M. Taylor

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on March 23, 2021, a copy of the foregoing document was served on all parties requesting service via the Court's ECF system.

/s/ Clay M. Taylor

Clay M. Taylor